

DURKIN JAMES W JR  
Form 4  
March 16, 2010

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DURKIN JAMES W JR

2. Issuer Name and Ticker or Trading Symbol  
GALLAGHER ARTHUR J & CO  
[AJG]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
ARTHUR J. GALLAGHER &  
CO., TWO PIERCE PLACE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/12/2010

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Vice President

ITASCA, IL 60143

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/12/2010		X	30,000 A	\$ 18.5	300,130	D
Common Stock	03/12/2010		S	23,000 D	\$ 24.8	277,130	D
Common Stock	03/12/2010		S	1,000 D	\$ 24.86	276,130	D
Common Stock	03/12/2010		S	1,149 D	\$ 24.82	274,981	D
Common Stock	03/12/2010		S	12 D	\$ 24.75	274,969	D

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Common Stock	59,482	I	by Trust
Common Stock (restricted)	6,890	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 18.5	03/12/2010		X	30,000	<u>(1)</u> 06/20/2010		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.7					<u>(1)</u> 07/21/2012		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 23.76					<u>(2)</u> 03/05/2018		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 24.13					<u>(2)</u> 03/02/2017		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 24.9					01/01/2004 <sup>(1)</sup> 07/16/2013		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 26.5					<u>(1)</u> 07/19/2011		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 27.25					<u>(1)</u> 07/20/2015		Common Stock

Non-Qualified Stock Option     \$ 28.65 (right to buy)	(2)	05/15/2017	Common Stock
Non-Qualified Stock Option     \$ 29.42 (right to buy)	(1)	07/21/2014	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DURKIN JAMES W JR ARTHUR J. GALLAGHER & CO. TWO PIERCE PLACE ITASCA, IL 60143			Vice President	

## Signatures

James W. Durkin, Jr.	03/16/2010
__Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The stock option becomes exercisable 10% each year, commencing January 1 after the date of grant.
- (2) The stock option becomes exercisable 20% each year on the anniversary of the grant date.

### Remarks:

The directly owned common stock holdings reflected in Table I of this form include shares purchased through Arthur J. Gallag

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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